

N1100000D8667

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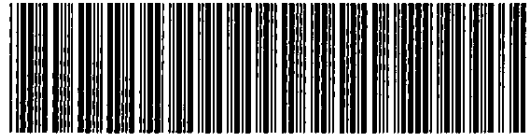
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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COVER LETTER

September 20, 2011

Department of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32314

Subject: Amended Articles of Incorporation for Friends for Animals Sanctuary – N11000008667

Enclosed are an original and one (1) copy of the amended Articles of Incorporation and a check for:

\$43.75

Amended Filing fee of \$35.00, Certified Copy and Certificate of Status

Please certify one copy and return to:

Friends for Animals Sanctuary, Inc.  
4321 Turtle Mound Road  
Melbourne, FL 32934

Sincerely,

A handwritten signature in black ink, appearing to read "Katherine Johnson". The signature is fluid and cursive, with the first name "Katherine" and last name "Johnson" clearly distinguishable.

Katherine Johnson, President  
321-431-4287

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF

FRIENDS FOR ANIMALS SANCTUARY, INC.

Pursuant to the provision of section 617, Florida Statutes, this Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST: Amendment(s) adopted:**

ARTICLE III - Purpose  
ARTICLE IV - Net Earnings  
ARTICLE V - Dissolution of Assets  
ARTICLE VI - Manner in which directors are elected  
ARTICLE VII - Initial Directors  
ARTICLE VIII- Initial Registered Agent and Street Address  
ARTICLE IX - INCORPORATOR

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**SECOND: Article III the purpose should now be amended to read:**

To build and operate a no kill sanctuary for domestic animals in Brevard County, Florida. The organization will house and care the animals until they are adopted and if not adoptable will live out their life in the sanctuary. The organization will also participate in the following activities, Rescue, Rehabilitation, Information and Adoption.

**THIRD: Article IV Net Earnings shall be added to read:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**FOURTH: Article V Dissolution of Assets shall be added to read:**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**FIFTH: Article VI Manner in which directors are elected shall now be changed from Article IV to Article VI and should now be amended to read:**

This Corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three.

**SIXTH: Article VII Initial officers is amended to Article VII and shall be added to read:**

Katherine Johnson  
President & Finance Director  
4231 Turtle Mound Road  
Melbourne, FL 32934

Cindy Harrowsmith  
Director  
1473 Vestavia Circle  
Melbourne, FL 32940

Gregg Eddy  
Director  
1223 Cheyenne Drive  
Indian Harbour Beach, FL 32937

Donna Demers  
Director  
4090 Careywood  
Melbourne, FL 32934

**SEVENTH: Article V street and name of registered Agent is amended to change to Article VIII**

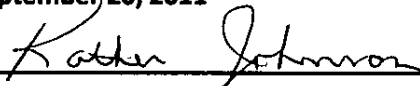
**EIGHT: Article VI name and address of the Incorporator is amended to Article IX**

**NINTH: The date of each amendment's adoption is September 20, 2011**

**TENTH: Adoption of Amendments**

The Board of Directors approved the amendments, and the number of votes cast for the amendments was sufficient for approval.

**Signed this September 20, 2011**

Signature:   
Katherine Johnson, President/Director